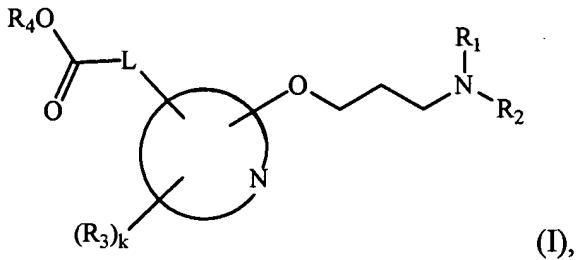


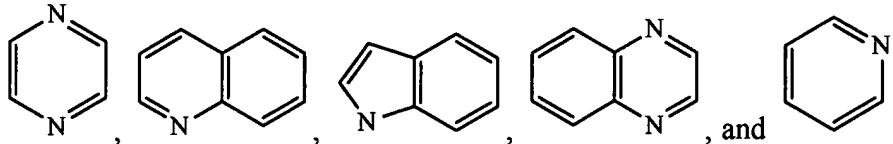
IN THE CLAIMS

Please cancel claims 1 through 124. Please add the following claims 125 through 144. Accordingly, claims 125 through 144 are pending upon entry of this Preliminary Amendment.

125. (NEW) A compound having the structure of Formula I:



wherein is a monocyclic or bicyclic aromatic moiety in which at least one of the ring atoms is N and selected from the group consisting of:



L is selected from the group consisting of a bond and CH₂;

k is 1, 2, or 3;

R₁ and R₂ are each independently selected from the group consisting of

a) alkyl, optionally substituted with a substituent selected from the group consisting of hydrogen, lower alkyl, optionally substituted carbocyclic or heterocyclic ring, halogen, perhaloalkyl, hydroxy, alkoxy, nitro, and amino;

b) a six-membered carbocyclic aromatic moiety, or a monocyclic or bicyclic aromatic moiety in which at least one ring atom is N, wherein any such aromatic moiety is optionally substituted with one or more substituents selected from the group consisting of

A) optionally substituted C₁-C₈ straight-chain, branched, or cyclic saturated or unsaturated alkyl;

B) an alkoxy of formula -(X₁)_{n1}-O-X₂, where

X_1 is selected from the group consisting of lower alkylene, lower alkenylene, lower alkynylene, aryl, and heteroaryl;

X_2 is selected from the group consisting of hydrogen, lower alkyl, aryl, and heteroaryl; and

n_1 is 0 or 1;

- C) halogen or perhaloalkyl;
- D) cyano;
- E) nitro;
- F) an amino of formula $-(X_3)_{n_3}-NX_4X_5$, where

X_3 is selected from the group consisting of lower alkylene, lower alkenylene, lower alkynylene, aryl, and heteroaryl;

X_4 and X_5 are each independently selected from the group consisting of hydrogen, lower alkyl, aryl, and heteroaryl; or X_4 and X_5 , taken together with the nitrogen to which they are attached, form a five-membered or six-membered heteroaromatic or heteroaliphatic ring; and

n_3 is 0 or 1;

- c) perhaloalkyl;
- d) halogen; and
- e) acyl and sulfonyl;

Each R_3 is independently selected from the group consisting of

- a) hydrogen;
- b) alkyl, optionally substituted with a substituent selected from the group consisting of hydrogen, lower alkyl, optionally substituted carbocyclic or heterocyclic ring, halogen, perhaloalkyl, hydroxy, alkoxy, nitro, and amino;
- c) a five-membered or six-membered heteroaryl ring or a six-membered aryl ring, optionally substituted with one or more substituents selected from the group consisting of
 - A) optionally substituted C₁-C₈ straight-chain, branched, or cyclic saturated or unsaturated alkyl;
 - B) an alkoxy of formula $-(X_1)_{n_1}-O-X_2$, where

X_1 is selected from the group consisting of lower alkylene, lower alkenylene, lower alkynylene, aryl, and heteroaryl;

X_2 is selected from the group consisting of hydrogen, lower alkyl, aryl, and heteroaryl; and

n_1 is 0 or 1;

- C) halogen or perhaloalkyl;
- D) cyano;
- E) nitro;
- F) an amino of formula $-(X_3)_{n_3}-NX_4X_5$, where

X_3 is selected from the group consisting of lower alkylene, lower alkenylene, lower alkynylene, aryl, and heteroaryl;

X_4 and X_5 are each independently selected from the group consisting of hydrogen, lower alkyl, aryl, and heteroaryl; or X_4 and X_5 , taken together with the nitrogen to which they are attached, form a five-membered or six-membered heteroaromatic or heteroaliphatic ring; and

n_3 is 0 or 1;

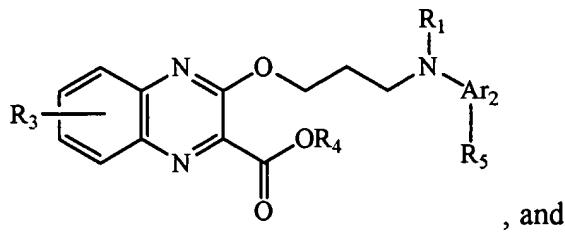
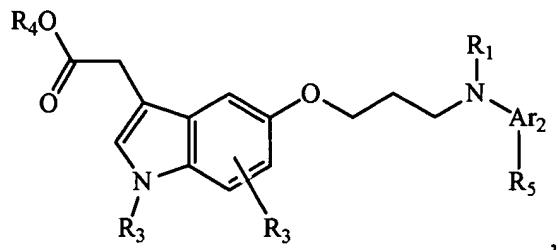
- d) perhaloalkyl;
- e) halogen; and
- f) acyl and sulfonyl; and

R_4 is selected from the group consisting of

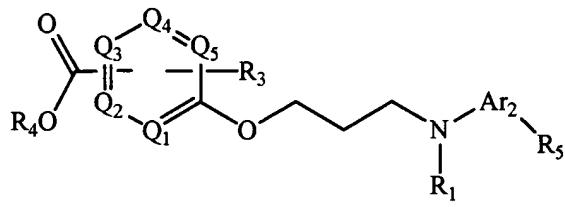
- a) hydrogen;
- b) alkyl, optionally substituted with a substituent selected from the group consisting of hydrogen, lower alkyl, optionally substituted carbocyclic or heterocyclic ring; and
- c) a five-membered or six-membered heteroaryl ring or a six-membered aryl ring, optionally substituted with one or more substituents selected from the group consisting of optionally substituted C₁-C₈ straight-chain, branched, or cyclic saturated or unsaturated alkyl;

or a pharmaceutically acceptable N-oxide, pharmaceutically acceptable prodrug, pharmaceutically active metabolite, pharmaceutically acceptable salt, pharmaceutically acceptable ester, pharmaceutically acceptable amide, or pharmaceutically acceptable solvate thereof.

126. (NEW) The compound of Claim 1 selected from the group consisting of:



, and



wherein Ar₂ is a monocyclic or bicyclic aromatic moiety in which at least one of the ring atoms is N;

one of Q₁ - Q₅ is nitrogen and the rest are carbon, wherein said carbon is optionally substituted with hydrogen, R₃, or -C(O)OR₄; and

R₅ is selected from the group consisting of

- a) hydrogen;
- b) alkyl, optionally substituted with a substituent selected from the group consisting of hydrogen, lower alkyl, optionally substituted carbocyclic or heterocyclic ring, halogen, perhaloalkyl, hydroxy, alkoxy, nitro, and amino;
- c) a five-membered or six-membered heteroaryl ring or a six-membered aryl ring, optionally substituted with one or more substituents selected from the group consisting of
 - A) optionally substituted C₁-C₈ straight-chain, branched, or cyclic saturated or unsaturated alkyl;
 - B) an alkoxy of formula -(X₁)_{n1}-O-X₂, where

X₁ is selected from the group consisting of lower alkylene, lower alkenylene, lower alkynylene, aryl, and heteroaryl;

X₂ is selected from the group consisting of hydrogen, lower alkyl, aryl, and heteroaryl; and n1 is 0 or 1;

- C) halogen or perhaloalkyl;
- D) cyano;
- E) nitro;
- F) an amino of formula $-(X_3)_{n3}-NX_4X_5$, where

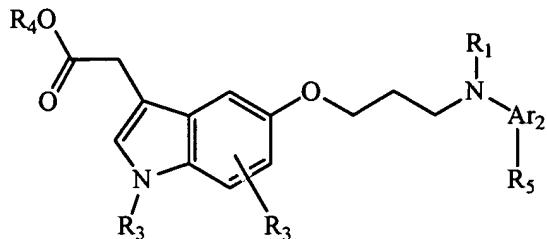
X_3 is selected from the group consisting of lower alkylene, lower alkenylene, lower alkynylene, aryl, and heteroaryl;

X_4 and X_5 are each independently selected from the group consisting of hydrogen, lower alkyl, aryl, and heteroaryl; or X_4 and X_5 , taken together with the nitrogen to which they are attached, form a five-membered or six-membered heteroaromatic or heteroaliphatic ring; and

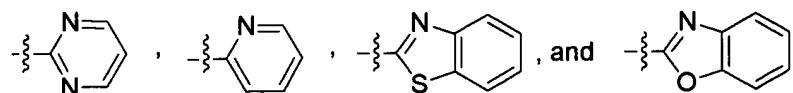
$n3$ is 0 or 1;

- d) perhaloalkyl;
- e) halogen; and
- f) acyl and sulfonyl.

127. (NEW) The compound of Claim 2 having the structure:



wherein Ar_2 is selected from the group consisting of:



128. (NEW) The compound of Claim 3, wherein R_1 is alkyl, optionally substituted with one or more optionally substituted carbocyclic or heterocyclic rings.

129. (NEW) The compound of Claim 4, wherein said alkyl is a lower alkyl.

130. (NEW) The compound of Claim 5, wherein said lower alkyl is selected from the group consisting of methyl, ethyl, n-propyl, isopropyl, n-butyl, tert-butyl, and sec-butyl.

131. (NEW) The compound of Claim 4, wherein said carbocyclic ring is phenyl.

132. (NEW) The compound of Claim 7, wherein said phenyl is optionally substituted with one or more substituents selected from the group consisting of lower alkyl, halogen, perhaloalkyl, hydroxy, alkoxy, nitro, and amino.
133. (NEW) The compound of Claim 8, wherein said substituent is perhaloalkyl.
134. (NEW) The compound of Claim 9, wherein said perhaloalkyl is trifluoromethyl.
135. (NEW) The compound of Claim 4, wherein the carbocyclic ring is 2,4-bis(trifluoromethyl)phenyl.
136. (NEW) The compound of Claim 3, wherein R₅ is optionally substituted alkyl.
137. (NEW) The compound of Claim 12, wherein said alkyl is a lower alkyl.
138. (NEW) The compound of Claim 13, wherein said lower alkyl is selected from the group consisting of methyl, ethyl, n-propyl, isopropyl, n-butyl, tert-butyl, and sec-butyl.
139. (NEW) The compound of Claim 14, wherein R₅ is ethyl.
140. (NEW) The compound of Claim 3, wherein R₃ is hydrogen or optionally substituted alkyl.
141. (NEW) The compound of Claim 16, wherein said alkyl is a lower alkyl.
142. (NEW) The compound of Claim 17, wherein said lower alkyl is selected from the group consisting of methyl, ethyl, n-propyl, isopropyl, n-butyl, tert-butyl, and sec-butyl.
143. (NEW) The compound of Claim 3, wherein R₃ is methyl.
144. (NEW) The compound of Claim 3, wherein R₃ is hydrogen.

Applicants respectfully submit that the claims are ready for examination and in condition for allowance.

Respectfully submitted,

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